

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

HANS A. QUAACK, ATTILIO PO  
and KARL LEIBINGER, on behalf of  
themselves and those similarly situated,

Plaintiffs,

v.

DEXIA, S.A. and DEXIA BANK BELGIUM  
(formerly known as ARTESIA BANKING  
CORP., SA),

Defendants.

No.: 03-CV-11566 (PBS)

STONINGTON PARTNERS, INC., a Delaware  
Corporation, STONINGTON CAPITAL  
APPRECIATION 1994 FUND L.P., a Delaware  
Partnership and STONINGTON HOLDINGS,  
L.L.C., a Delaware limited liability company,

Plaintiffs,

v.

DEXIA, S.A. and DEXIA BANK BELGIUM  
(formerly known as ARTESIA BANKING  
CORP., SA),

Defendants.

No.: 04-CV-10411 (PBS)

GARY B. FILLER and LAWRENCE PERLMAN,  
Trustees of the TRA Rights Trust,

Plaintiffs,

v.

DEXIA, S.A. and DEXIA BANK BELGIUM  
(formerly known as ARTESIA BANKING  
CORP., SA),

Defendants.

No.: 04-CV-10477 (PBS)

JANET BAKER and JAMES BAKER, JKBAKER  
LLC and JMBAKER LLC,

Plaintiffs,

v.

DEXIA, S.A. and DEXIA BANK BELGIUM  
(formerly known as ARTESIA BANKING  
CORP., SA),

Defendants.

No.: 04-CV-10501 (PBS)

**PLAINTIFFS' JOINT MOTION FOR LEAVE TO  
(1) SUBMIT REPLY PAPERS IN FURTHER SUPPORT OF PLAINTIFFS' JOINT  
MOTION TO COMPEL DEPOSITIONS OF DEXIA BANK BELGIUM THROUGH  
PIET CORDONNIER, BART FERRAND, AND PETER RABAEY, AND  
(2) FILE SUCH REPLY PAPERS UNDER SEAL**

Class plaintiffs together with plaintiffs Stonington Partners, Inc., Stonington Capital Appreciation 1994 Fund L.P. and Stonington Holdings, L.L.C., Gary B. Filler and Lawrence Perlman, Trustees of the TRA Rights Trust, and Janet Baker, James Baker, JKBAKER LLC and JMBaker LLC (collectively the "Plaintiffs") hereby jointly move, (1) pursuant to Massachusetts Local Rule 7.1(b)(3) for leave to submit (a) Reply Memorandum of Law in Further Support of Plaintiffs' Joint Motion to Compel Depositions of Dexia Bank Belgium Through Piet Cordonnier, Bart Ferrand, and Peter Rabaey dated December 13, 2005 ("Reply Memorandum"), and (b) Reply Declaration of Susan M. Davies in Further Support of Plaintiffs' Joint Motion to Compel Depositions of Dexia Bank Belgium Through Piet Cordonnier, Bart Ferrand, and Peter Rabaey executed on December 13, 2005, together with the exhibits thereto ("Reply Declaration"); and (2) pursuant to Massachusetts Local Rule 7.2, for orders authorizing the filing under seal,

in each of the above-captioned actions, of the Reply Memorandum and Reply Declaration.

In support of this motion, Plaintiffs state as follows.

1. On November 18, 2005, Defendant Dexia Bank Belgium (“Dexia”) served papers in opposition to Plaintiffs’ Joint Motion to Compel Depositions of Dexia Bank Belgium Through Piet Cordonnier, Bart Ferrand, and Peter Rabaey. Although the parties had conferred extensively prior to Plaintiffs making their motion to compel, Dexia raised in its opposition two issues not discussed by the parties, and not anticipated in Plaintiffs’ moving papers. First, Dexia asserts, for the first time, that only members of its Central Credit Committee who were responsible for approving the loans at issue qualify as managing agents for purposes of this litigation. *See* Opp. Mem. at 2, 13-14. Second, Dexia argues, also for the first time, that because of the pending criminal investigation into L&H, “the interests of [Messrs. Cordonnier, Ferrand, and Rabaey] are not necessarily aligned with Dexia.” *See id.* at 15. Plaintiffs respectfully seek leave of the Court to reply to these two new arguments by filing the Reply Memorandum and Reply Declaration.

2. The Reply Memorandum and Reply Declaration reflect information that Dexia Bank Belgium has produced in discovery subject to a “confidential” designation pursuant to the terms of the Stipulation and Order Governing the Treatment of Confidential Information entered in each of the above-captioned actions on May 31, 2005, a true and correct copy of which is **Exhibit E** to the Declaration of Patrick T. Egan in Support of Plaintiffs’ Unopposed Motion for Leave to File Motion Papers Under Seal, which was filed in each of the above-captioned actions on November 4, 2005.

Accordingly, copies of the Reply Memorandum and Reply Declaration are not annexed to the instant motion, and Plaintiffs seek leave to file the Reply Memorandum and Reply Declaration under seal.

4. On December 13, 2005, Plaintiffs served copies of the Reply Memorandum and Reply Declaration on counsel for Dexia. A certificate of service reflecting same is being filed contemporaneously herewith.

**Certification Under Fed. R. Civ. P. 37(a)(2)(b),  
and Local Rules 7.1(a)(2) and 37.1(b)**

5. Pursuant to Local Rules 7.1(a)(2), undersigned counsel hereby certify that on December 1, 2005, Patrick Egan, Esq. and Patrick Rocco, Esq. (representing the Class Plaintiffs), Avi Josefson, Esq. and Victoria Wilhelm, Esq. (representing the Stonington Plaintiffs), Karen Dyer, Esq. and George Coe, Esq. (representing the Baker Plaintiffs), and Susan M. Davies, Esq. (representing the Filler Plaintiffs) conferred by telephone with Jeff E. Butler, Esq. and Maryana Kodner, Esq. of Clifford Chance US LLP, counsel for Dexia, concerning the filing of the instant motion. Mr. Butler indicated that Dexia would oppose Plaintiffs' application for leave to file the Reply Memorandum and Reply Declaration, but would not oppose the filing of same under seal.

WHEREFORE, Plaintiffs respectfully request that this Court enter orders:

- (A) authorizing the filing under seal, in each of the above-captioned actions, of:
- (1) the Reply Memorandum of Law in Further Support of Plaintiffs' Joint Motion to Compel Depositions of Dexia Bank Belgium Through Piet Cordonnier, Bart Ferrand, and Peter Rabaey dated December 13, 2005; and (2) the Reply Declaration of Susan M. Davies in Further Support of Plaintiffs' Joint Motion to Compel Depositions of Dexia

Bank Belgium Through Piet Cordonnier, Bart Ferrand, and Peter Rabaey executed on December 13, 2005; and

(B) for such other and further relief as the Court deems just and proper.

Dated: December 13, 2005

Respectfully submitted,

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/s/ Patrick T. Egan

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